

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
IN RE AMERICAN INTERNATIONAL GROUP, : No. 08 CV 4772 (LTS) (DCF)  
INC. 2008 SECURITIES LITIGATION :  
-----X

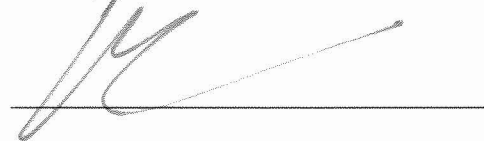
**DEFENDANTS DAVID L. HERZOG'S AND EDMUND S.W. TSE'S JOINDER  
IN OPPOSITION TO LEAD PLAINTIFF'S MOTION FOR CLASS CERTIFICATION**

Defendants David L. Herzog and Edmund S.W. Tse join and incorporate by reference (1) American International Group, Inc.'s ("AIG") Memorandum of Law in Opposition to Lead Plaintiff's Motion for Class Certification, the Declaration of Joseph S. Allerhand in support of AIG's Memorandum of Law, and the accompanying exhibits; and (2) PricewaterhouseCoopers's ("PwC") Memorandum of Law in Opposition to Lead Plaintiff's Motion for Class Certification, the Declaration of Antony L. Ryan in support of PwC's Memorandum of Law, and the accompanying exhibits. These papers were filed with the Court earlier today.

For all of the reasons stated in AIG's and PwC's opposition papers, Defendants Herzog and Tse respectfully submit that the Lead Plaintiff's Motion for Class Certification be denied under Rule 23(a) and Rule 23(b). Fed. R. Civ. P. 23.

Dated: New York, New York  
August 17, 2011

WEIL, GOTSHAL & MANGES LLP

A handwritten signature in dark ink, appearing to be 'JA', is written over a horizontal line.

Joseph S. Allerhand  
Robert F. Carangelo  
Stacy Nettleton  
Kathleen E. Murphy  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
(212) 310-8000

*Attorneys for Defendant  
David L. Herzog and  
Edmund S.W. Tse*